

North Sonoma County HealthCare District
April 28, 2022
Regular Meeting of the Board of Directors

1. CALL TO ORDER

- a. The Board of Directors of the North Sonoma County Healthcare District met via Zoom on April 28, 2022. Chair David Anderson called the meeting to order at 4:30 p.m.

California Governor Gavin Newsom issued Executive Order N-25-20 on March 12, 2020 relating to the convening of public meetings in light of the COVID-19 pandemic. Pursuant to the Governor's Executive Order, Board members will attend the meeting via Zoom.

- b. Board Clerk called the roll. The following Board members were present via Zoom constituting a quorum:

David Anderson, M.D., Chair
Sue Campbell, Treasurer
Erin Gore, Director
Jim Nantell, Secretary
Danielle Streb, Vice Chair

Also present via Zoom:

Staff

Tucker Pinochi, Board Clerk
Bill Arnone, Esq.

Guests:

Jed Weissberg, MD

Absent: None

Chair David Anderson, MD called for conflicts on the agenda items listed below. There were none.

Chair David Anderson, MD opened the floor for members of the public to comment on open session, non-agendized items. There were none.

REGULAR BUSINESS

2. Consent Calendar

- a. **April 28, 2022 Regular Meeting Agenda**
b. **March 31, 2022 Regular Meeting Minutes**
c. **Resolution #5-22: Authorizing Teleconference Meetings**
d. **Draft Budget 2022 (Revised)**

A Motion was made by Director Nantell and seconded by Director Campbell to approve the Consent Calendar.

Vote: Anderson: Y Campbell: Y Gore: Y Nantell: Y Streb: Y The motion was approved unanimously (5-0).

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3. Discussion / Approval: November 2022 Election

- a. NSCHD Res. #6-22 Ordering an Election to be Held and Requesting Consolidation with the Nov. 8th General Election**

Director Nantell asked District Counsel Bill Arnone to tell the Board why Res. #6-22 was necessary. Counsel briefly explained that Sonoma County requires the District to pass a resolution requesting the ability to use the County's election machinery to conduct its elections to the Board of Directors.

A Motion was made by Director Nantell and seconded by Director Campbell to approve NSCHD Res. #6-22 Ordering an Election to Be Held and Requesting Consolidation with the Nov. 8th General Election.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: Y Streb: Y The motion to approve NSCHD Res. #6-22 was passed unanimously (5-0).

- b. Review of filing timeline and roster**

The Directors discussed filing deadlines, requirements, and scheduling time with the Board Clerk to walk through the process with Directors Campbell and Streb. District Counsel suggested that the Board move that the District require incumbent candidates to pay for their own statement of qualifications before the election, in lieu of reimbursing the District afterwards.

A Motion was made by Director Nantell and seconded by Director Streb to require incumbent Board of Directors candidates to pay the District for the cost of their statement of qualifications before the Nov. 8th, 2022 General Election.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: Y Streb: Y The motion to require incumbent Board of Directors candidates to pay the District for the cost of their statement of qualifications before the Nov. 8th, 2022 General Election was passed unanimously (5-0).

4. Discussion / Provide Direction: Review of Option Grants Policies

Director Nantell briefly reviewed the Grants policies he and Director Campbell drafted. Based on the three thirty-year budget scenarios he articulated in the March 31 Regular meeting, he suggested that the District had less to spend than the Directors may have expected. He recommended that the District should be more circumspect in soliciting grant requests through an annually structured RFP process unless and until the District can operationalize any of the revenue generating solutions suggested by Director Gore.

He suggested a two-to-three-year grant cycle for the District, especially considering that the District has already committed grant funds for the next two years. Alternatively, he suggested that the North Sonoma County Health Foundation ("the Health Foundation") may be a suitable destination for funds, rather than waiting for potential grantees to come forward, if the District chose to grant smaller amounts annually.

Director Campbell introduced her draft Grants policy, highlighting that it less comprehensive than that drafted by Director Nantell. She suggested that it may suit the needs of the District more since Director Nantell's contains references to Petaluma Health Care District content that NSCHD does not yet have in place. Director Nantell and she proposed the other Directors provide guidance on the right direction in which to move forward.

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The Directors briefly discussed how each proposed grant policy would fit into the District's mission following the sale of Healdsburg District Hospital.

Dr. Weissberg suggested that Director Nantell's idea to give the Health Foundation an annual grant of twenty-five thousand dollars could be structured to require investment in one of the District's priority areas. This would allow the District to rely on the Foundation's staff and retain a certain level of control over how the funds are employed.

The discussion about each policy's merits continued, and the Board gave Directors Campbell and Nantell ideas about how to re-write the draft policy such that it meets the needs of the District for the long term. The Board will bring the document they produce back to the Board for approval.

5. Discussion / Action Regarding District Finances

a. Review and approve District Financial Reports

Director Campbell introduced this month's financial reports and made a motion to approve them as presented.

A Motion was made by Director Campbell and seconded by Director Gore to approve the March 31 2022 District Financial Reports.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: Y Streb: Y The motion to approve the March 31 2022 District Financial reports was passed unanimously (5-0).

On an ancillary note, Director Campbell provided a brief status update on the status of the loan to Alexander Valley Healthcare (AVH). She suggested drafting an invoice in case AVH continues to ignore invitations for Debbie Howell to report to the Board. The Board members briefly discussed other possible approaches to engage Ms. Howell, with Director Campbell underlining the time-sensitivity of the matter.

Director Campbell also provided an update on the audit process underway with RSM. The Directors were asked to share their concerns with the auditors in a brief one-on-one interview process, if they had any. The Board discussed what they planned to share with the auditors and clarified their responsibilities going forward as it relates to auditing Healdsburg District Hospital (HDH) moving forward.

6. Discussion / Possible Action Regarding New District Housekeeping

a. Update on shared resources to provide bookkeeping and other services

Director Campbell described the status of the transfer of bookkeeping responsibilities to Pisenti and Brinker. There were no issues to report on the matter.

b. Update on website editing

The Board Clerk shared that he had scheduled a time with the District's IT contractors to learn how to update the website. The Board Clerk is responsible for editing the website moving forward to publish agendas, minutes, etc.

c. Board Effect – Addition of seats for shared use with PHCD

The Board Clerk shared that the Board of Directors for PHCD had authorized the implementation of Board Effect, either by creating a new account for PHCD or by adding additional seats onto the account

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used by NSCHD. He described the pros and cons of sharing a Board Effect account with PHCD, and how the District could continue to responsibly steward its public records, both confidential and otherwise.

The NSCHD Board directed the Board Clerk to initiate the addition of 10 seats to its Board Effect account, at the additional cost of \$1000 annually. The Board Clerk is to work with Director Campbell and District Counsel Arnone to draft an addendum to the shared services agreement between the Districts that currently structures the Board Clerk's employment.

d. Approval of Board Officers for 2022

Director Campbell told the rest of the Board that it needed to confirm its appointment of officers for this year, particularly as it pertained to Director Streb's appointment as Board Vice President. She said that the rest of the recommended slate of officers would not change, so the slate to approve was as follows:

Director Anderson: Board Chair / President
Director Campbell: Board Treasurer
Director Gore: Member-at-large
Director Nantell: Board Secretary
Director Streb: Board Vice Chair / Vice President

A Motion was made by Director Campbell and seconded by Director Nantell to approve the proposed Board officer slate for 2022.

Vote: Anderson: Y Nantell: Y Campbell: Y Gore: Y Streb: Y The motion to approve the proposed Board officer slate for 2022 was passed unanimously (5-0).

7. Legal Report – Update on any Legal Matters

District Counsel Arnone told the Board he had received a question from Director Nantell regarding the number of meetings required for this Board annually. District Counsel shared with the Directors that they are the ones who determine the required number of meetings, and that changing the current requirement would only require an amendment to the bylaws.

The Directors discussed the relative merits of meeting monthly versus meeting quarterly, given that since the sale of the hospital the Board has far less business to transact. The Board ended the discussion having decided to keep the bylaws in place as currently written.

A Motion was made by Director Nantell to change the bylaws such that the Board is scheduled to meet every other month on a trial basis, to determine whether that is a better way to conduct the Board's business. There was no second, so the motion died for lack of a second.

Mr. Weissberg suggested that the Board Clerk could aggregate the length of the Board meetings, so a more informed discussion can take place about what the necessary length and frequency is for Board of Directors' meetings.

8. Discussion / Possible Action: Hospital Matters

a. Community Board Meeting(s)

Director Campbell briefly reported on the Community Board meeting held by Providence. She said that Kurt Malmgren, CFO of HDH, has retired. She also reported that there was a 2 hour training meeting at

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Petaluma Valley Hospital to help Board Members be more informed participants on the Hospital Quality Committee.

Director Anderson briefly reported on the activity of the Providence Community Benefit Committee, where Providence described some of their expenditures on Community Benefits in the region. He also shared his excitement about the SUN program (Substance Abuse Network) that has begun to rollout in Petaluma. He reminded the Board that Dana Codron, regional head of Community Health Investment for Providence, would be attending a meeting soon to report on the investments made in the HDH service area.

b. Confirmation of Quality Committee Appointments

The Board discussed Director Streb's nomination to the Quality Committee, and whether attending would be the best use of her time based on the experience she has. They discussed other potential nominees and their qualifications for the Quality Committee.

9. Consideration of Materials Disseminated by Board members

a. Form 700

The Board Clerk asked for PDF versions of any outstanding financial disclosures, so that he can print out a hard copy for filing.

10. Adjournment

Chair David Anderson adjourned the meeting at 6:35 pm.

Submitted & Recorded by Tucker Pinochi, Board Clerk
Contact info@nschd.com for more information.